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AVALONBAY COMMUNITIES INC

Form 8-K

September 05, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 31, 2001

AVALONBAY COMMUNITIES, INC.
(Exact name of registrant as specified in charter)

MARYLAND	1-12672	77-0404318
(State or other jurisdiction of incorporation)	(Commission file number)	(IRS employer identification no.)

2900 EISENHOWER AVENUE, SUITE 300, ALEXANDRIA, VIRGINIA 22314

(Address of principal executive offices) (Zip Code)

(703) 329-6300

(Registrant's telephone number, including area code)

Item 5. Other Events.

On September 5, 2001, AvalonBay Communities, Inc. (the "Company") filed a prospectus supplement to the prospectus contained in its Registration Statement on Form S-3 (File No. 333-57888), which was declared effective by the Securities and Exchange Commission on April 11, 2001, relating to the offering from time to time of medium-term notes in an aggregate principal amount of up to \$750,000,000. This amount may be reduced by the sale from time to time of other securities described in the prospectus, including common stock and preferred stock.

In connection with the filing of the prospectus supplement, the Company amended the Distribution Agreement, dated December 21, 1998, by and among the

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Company and the Agents identified therein, as previously amended on June 27, 2000, to effect a change in the Agents involved in the distribution of the medium-term notes. The Second Amendment to the Distribution Agreement, dated as of August 31, 2001, is filed herewith as Exhibit 1.3.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

1.1 Distribution Agreement, dated December 21, 1998, by and among the Company and the Agents named therein, including Administrative Procedures, relating to the MTNs. (Incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on December 21, 1998.)

1.2 First Amendment to the Distribution Agreement, dated as of June 27, 2000, by and among the Company and the Agents named therein. (Incorporated by reference to Exhibit 1.2 to the Company's Current Report on Form 8-K filed on July 11, 2000.)

1.3 Second Amendment to the Distribution Agreement, dated as of August 31, 2001, by and among the Company and the Agents named therein. (Filed herewith.)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

AVALONBAY COMMUNITIES, INC.

By: /s/ Thomas J. Sargeant

Dated: September 4, 2001

Name: Thomas J. Sargeant
Title: Executive Vice President and
Chief Financial Officer

Exhibit Index

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